



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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Application for Certificate of Authority
Foreign Business Corporation
Filing and License Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:	
LZB Retail, Inc.	
2. It is incorporated under the laws of:	Michigan
3. The name, if different, which it elects to use in Rhode Island is:	
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:	
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:	
4. The date of its incorporation is:	May 13, 1998
And the period of its duration is: CHECK ONLY ONE BOX	
<input checked="" type="checkbox"/> Perpetual (on-going)	
<input type="checkbox"/> Date certain for dissolution _____	
5. The address of its principal office is:	
One La-Z-Boy Drive, Monroe, MI 48162	

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6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name C T Corporation System		
Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A		
City/Town East Providence	State RHODE ISLAND	Zip Code 02914

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale and distribution of furniture, including related administration, services and staffing.

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):	
NAME	ADDRESS

Check the box to indicate an attachment. <input checked="" type="checkbox"/>
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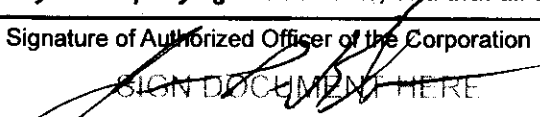
8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):		
OFFICE	NAME	ADDRESS
PRESIDENT		
VICE PRESIDENT		
TREASURER		
SECRETARY		

Check the box to indicate an attachment. <input checked="" type="checkbox"/>
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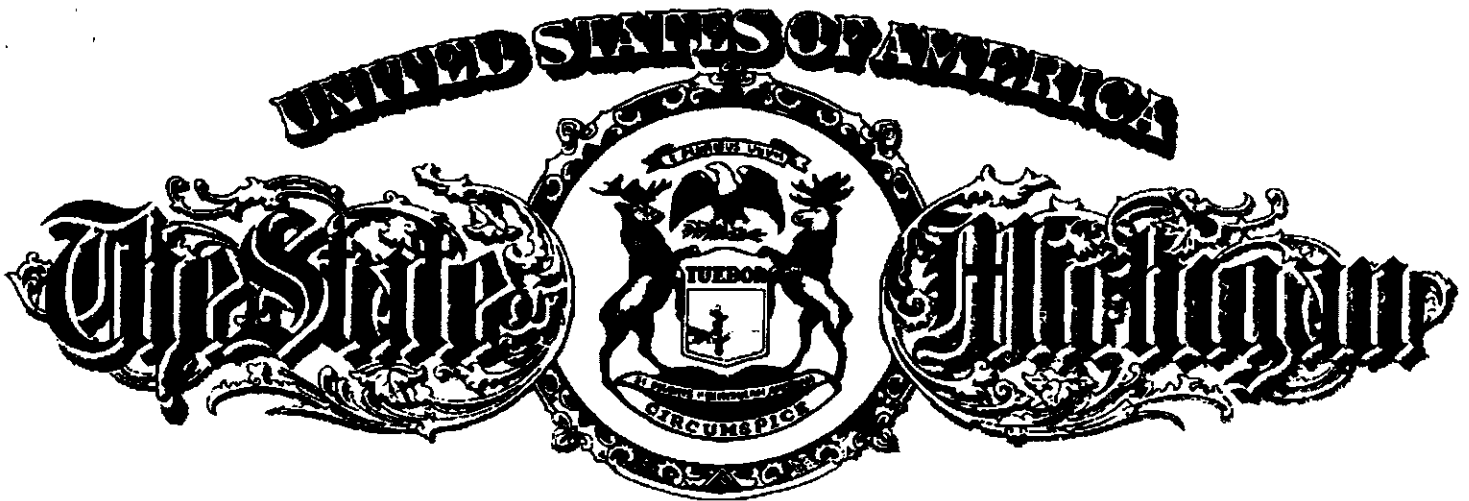
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:			
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1,000	Common		\$1.00

LZB Retail, Inc.**Officers & Directors**

Office	Name	Director	Work Address
Chairman & Chief Executive Officer	Kurt L. Darrow	<input checked="" type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
President	Mark S. Bacon, Sr	<input checked="" type="checkbox"/>	One La-Z-Boy Drive Monroe, MI USA 48162
Senior Vice President & Chief Financial Officer	Louis M. Riccio, Jr.	<input checked="" type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Vice President & General Counsel	R. Rand Tucker	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Vice President & Secretary	James P. Klarr	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Vice President & Treasurer	Greg A. Brinks	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Vice President	Daniel King	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Vice President, Controller & Assistant Treasurer	Margaret L. Mueller	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162
Assistant Secretary	Dale Ulman	<input type="checkbox"/>	One La-Z-Boy Drive Monroe, MI 48162

<p>10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:</p>		
<p>\$ <u>8,208,127</u></p>		
<p>(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:</p>		
<p>\$ <u>0</u></p>		
<p>(c) Estimate, as a percentage, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i></p>		
<p><u>0</u> %</p>		
<p>11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.</p>		
<p>\$ <u>132,000,000</u></p>		
<p>(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.</p>		
<p>\$ <u>0</u></p>		
<p>(c) Estimate, as a percentage, the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i></p>		
<p><u>0</u> %</p>		
<p>12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.</p>		
<p>13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX</p>		
<p><input checked="" type="checkbox"/> Date received (Upon filing)</p>		
<p><input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____</p>		
<p><i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i></p>		
<p>Signature of Authorized Officer of the Corporation</p> <p> SIGN DOCUMENT HERE</p>	<p>Type or Print Name of Authorized Officer</p> <p>James P. Klarr</p>	<p>Date</p> <p>10/18/16</p>

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify That

LZB RETAIL, INC.

was validly incorporated on May 13, 1998, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of October, 2016.

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

Sent by Facsimile Transmission
1416346



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

